

CULLEN RESOURCES LIMITED

ACN 006 045 790

**PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE
OFFER DOCUMENT**

**1 FOR 3 PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE OFFER OF NEW FULLY PAID
ORDINARY SHARES AT AN ISSUE PRICE OF \$0.013 PER SHARE**

THIS RIGHTS ISSUE OFFER CLOSES AT 5:00 PM (MELBOURNE TIME) ON 27 JULY 2020

**ELIGIBLE SHAREHOLDERS MAY ALSO APPLY FOR SHORTFALL SHARES IN ADDITION
TO THEIR ENTITLEMENT.**

PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE OFFER DOCUMENT

1 THE OFFER

The Company offers each of its Eligible Shareholders the opportunity to subscribe for New Shares under a pro-rata non-renounceable rights issue.

Each Eligible Shareholder is entitled to subscribe for one (1) New Share for every three (3) Shares held by that Eligible Shareholder as at the Record Date at an issue price of \$0.013 per New Share. Eligible Shareholders may also apply for additional Shortfall Shares.

If an Eligible Shareholder becomes entitled to a fraction of Share, the entitlement will be rounded up to the nearest whole number.

2 TIMETABLE

The indicative timetable for the Rights Issue is as follows:

Event	Date
Announcement of the Offer, lodgement of Appendix 3B, Cleansing Notice (given under section 708AA(2)(f) of the Corporations Act) and Offer Document with the ASX	29 June 2020
Existing Shares quoted on "ex" basis	1 July 2020
Record Date to determine Entitlements under the Offer (Record Date)	7.00pm (Melbourne time) on 2 July 2020
Offer Document and Entitlement and Acceptance Form despatched to Eligible Shareholders (Opening Date)	7 July 2020
Last day to extend Offer	22 July 2020
Final date and time for receipt of acceptance and payment in full (Closing Date)	5:00pm (Melbourne time) 27 July 2020*
New Shares quoted on a deferred settlement basis	28 July 2020*
Company announces results of Offer	30 July 2020*
Allotment of New Shares and lodgement of Appendix 2A (Issue Date)	3 August 2020*
Despatch of transaction confirmation statements (holding statements)	3 August 2020*
Date of quotation of New Shares issued under the Rights Issue	3 August 2020*

* Assuming that the Offer is not extended. The Company reserves the right (subject to the Corporations Act, the Listing Rules and other applicable laws) to vary the dates of this Timetable including (without limitation) extending the Closing Date or accepting late Applications, either generally or in particular cases, without notice.

3 IMPORTANT INFORMATION

3.1 Contact details

If you have not received a personalised Entitlement and Acceptance Form, or if you have any queries on how to complete the Entitlement and Acceptance Form, please contact the Company on (08) 9474 5511 or 0407 233 153.

3.2 Offer Document not a prospectus

The Offer Document, which has been prepared by the Company, is not a prospectus or disclosure document for the purposes of Chapter 6D of the Corporations Act (or any other purpose), and has not been lodged with ASIC. The Company is offering New Shares under this Offer Document without disclosure to investors under Chapter 6D of the Corporations Act, pursuant to section 708AA of the Corporations Act.

The Offer Document does not contain all the information that Eligible Shareholders may require to make an informed decision as to whether or not to apply for New Shares. Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to ASX, before deciding whether to accept the Offer.

It is important that you read and understand the information regarding the Company which is publicly available on the ASX website under stock code CUL, prior to accepting the Offer.

3.3 Speculative investment

The New Shares offered under this Offer Document should be considered speculative.

3.4 Entitlement and Acceptance Forms

Accompanying this Offer Document is a personalised Entitlement and Acceptance Form that sets out your Entitlement. There is no minimum subscription and you may take up your Entitlement in whole or in part, and in addition you may apply for Shortfall Shares.

3.5 Opening and Closing of the Offer

Offers under the Rights Issue will open at 9:00 am (Melbourne time) on 7 July 2020 (**Opening Date**) and will close at 5:00pm (Melbourne time) on 27 July 2020 (**Closing Date**), unless extended. Subject to the requirements of the Corporations Act, the Directors reserve the right to extend the Closing Date without prior notice.

The Company also reserves the right not to proceed with the whole or part of the Offer at any time prior to the Issue Date. In that event, Application Monies will be refunded in full without interest.

3.6 Acceptance of Applications for Shares

If your Entitlement and Acceptance Form is not completed properly, or if the accompanying payment is for the wrong amount, the Directors may elect to treat it as valid or may reject it. The decision of the Directors as to whether to treat any Application for Shares as valid or invalid and how to construe, amend or complete the associated Entitlement and Acceptance Form will be final. The Directors may complete any blanks or spaces left in any Entitlement and Acceptance Form and you, by lodging that form, appoint the Directors, and each of them, as your joint and several attorneys for such purpose and authorise all such amendments, insertions and alterations. If the

Company elects, in its absolute and unfettered discretion, to treat any such incomplete or incorrectly completed Entitlement and Acceptance Form, or any Entitlement and Acceptance Form accompanied by the wrong amount as invalid and to therefore reject the Application, the Application Monies will be refunded without interest.

A completed and lodged Entitlement and Acceptance Form, together with a cheque, bank draft or money order for the Application Monies, or the payment of your Application Monies by BPAY, constitutes a binding and irrevocable Application for the number of New Shares specified in the Entitlement and Acceptance Form or which could be subscribed for by the Application Monies paid by you (whichever is the lower).

3.7 Eligible Shareholders

A Shareholder is eligible to participate in the Offer if at the Record Date:

- the Shareholder is a registered holder of Shares; and
- the Shareholder has a registered address in Australia or New Zealand.

The Company will determine whether a Shareholder is eligible or ineligible to participate in the Offer and the decision of the Company is final.

3.8 Ineligible Shareholders

The Company has decided that it is unreasonable to make the Offer to any Shareholder with a registered address outside Australia or New Zealand at the Record Date. This decision has been made pursuant to Listing Rule 7.7.1(a) after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia and New Zealand compared to the small number of Ineligible Shareholders and the number and value of New Shares to which they otherwise would be entitled.

Accordingly the Offer is not being extended to Shareholders with a registered address outside Australia or New Zealand. In accordance with Listing Rule 7.7.1(b) the Company will send each holder to whom it will not offer New Shares, details of the Rights Issue and an advice that the Company will not offer New Shares to those holders.

3.9 Rights issue exception not available

No nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act and, as such, Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of its Entitlement, it must have regard to the takeovers prohibition in section 606 of the Corporations Act (that is, the 20% voting power threshold). Eligible Shareholders who may be at risk of their voting power in the Company increasing beyond that allowed by the takeovers prohibition in section 606 of the Corporations Act as a result of the acceptance of the Offer should seek professional advice before completing and returning the Entitlement and Acceptance Form.

4.1 General Structure

The Offer is a 1 for 3 pro-rata non-renounceable rights issue at \$0.013 per New Share to raise up to \$974,730 (before the costs of the Offer, and ignoring the treatment of fractional entitlements). The Offer is open to Eligible Shareholders being those Shareholders who have a registered address in Australia or New Zealand at the Record Date.

The capital structure of the Company before and after the Offer on the assumption the Offer is fully subscribed is as follows:

- The Shares on issue at the date of this Offer Document are 224,937,584.
- The maximum number of New Shares to be issued pursuant to the Offer is 74,979,195 (ignoring the treatment of fractional entitlements).

Assuming a full subscription, the total Shares on issue after the Offer will be 299,916,779 (ignoring the treatment of fractional entitlements). At this stage, and as the Offer is not underwritten, it is not possible to determine what the actual capital of the Company will be if the Rights Issue is not fully subscribed or if the Shortfall (if any) is unable to be placed.

4.2 Offer Price

The price payable for each New Share is \$0.013 cash per New Share payable in full on application.

Eligible Shareholders will not be required to pay brokerage or other fees in respect of any New Shares acquired under the Offer.

Eligible Shareholders should note that the market price of Shares may rise and fall between the date of this Offer Document and the date on which the New Shares are allotted.

Accordingly, the price paid for each New Share under the Offer may be higher or lower than the market price of Shares at the time of this Offer or at the time the New Shares are allotted under the Offer. The market price of the Shares can be obtained at the ASX website by searching under stock code CUL.

4.3 Non-Renounceable

The Offer is non-renounceable which means that the Entitlement to New Shares under the Offer cannot be sold, traded or transferred. Entitlements not taken up will lapse.

4.4 Minimum Subscription

There is no minimum subscription under the Offer.

4.5 Underwriting

The Offer is not underwritten.

4.6 Placement of Shortfall

The Shortfall Shares will only be issued if the Offer is undersubscribed and will only be issued to the extent necessary to make up any Shortfall in subscriptions.

If there is any Shortfall, the Shortfall Shares will be allocated to Eligible Shareholders who have applied for Shortfall Shares, subject as set out below.

If the Company receives applications for Shortfall Shares that would result in the Offer being oversubscribed, then the Company will not accept such oversubscriptions and will reject or scale back applications for Shortfall Shares in accordance with the allocation policy set out below.

The Directors propose to adopt the below allocation policy for allocating Shortfall:

- If there is a Shortfall, each Eligible Shareholder who has applied for Shortfall Shares will be entitled to be allocated their pro-rata share of the Shortfall having regard to their holdings at the Record Date (if an Eligible Shareholder has made an application for Shortfall Shares for an amount less than the amount of Shortfall Shares that the Eligible Shareholder would otherwise be allocated under this process, the Eligible Shareholder will be allocated the amount applied for).
- The allocation process described above will be repeated in relation to any remaining Shortfall and any subsequent Shortfall, until either all New Shares proposed to be issued have been allocated or all Shortfall applications have been satisfied in full.
- No related party of the Company (including Directors and their Associates) is permitted to apply for any Shortfall Shares.
- If, following the above allocation, there remains a Shortfall, it will then be at the discretion of the Directors to place the Shortfall.
- The Directors reserve the right to place any unissued Shortfall Shares within 3 months after the close of the Offer. The Directors are not obliged to place any such Shares and will only do so in their discretion.

Any Shortfall Shares so issued will be issued within three months after the Closing Date and will be issued at a price that is not less than the Issue Price of the New Shares under the Offer.

The Company will not issue Shortfall Shares where it is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law. Eligible Shareholders wishing to apply for Shortfall Shares must consider whether the issue of the Shortfall Shares applied for would breach the Corporations Act or the Listing Rules having regard to their own circumstances.

Application Monies received but not applied towards subscriptions for Shortfall Shares will be refunded as soon as practicable. No interest will be paid on application monies held and returned.

To the extent any Shortfall remains after allocation to Eligible Shareholders who have applied for the Shortfall Shares, the Company will use its best endeavours to place those remaining Shortfall Shares.

4.7 Participation of Directors under the Offer

All Directors are Eligible Shareholders either personally or through related entities. Those entities presently intend to participate in the Offer. Directors currently have the following holdings of Shares:

Director	Current Shareholding	Entitlement	Intention
J. Horsburgh*	7,597,986	2,532,662	To accept full Entitlement
C. Ringrose*	2,909,091	969,697	To accept full Entitlement
W. Kernaghan*	8,227,273	2,742,425	To accept full Entitlement

* All of the Shares are held either by the director or their related entities.

4.8 New Shares Issued

The Directors will proceed with the allotment of the New Shares which are the subject of this Offer Document as soon as possible after the Closing Date.

A statement will be issued to Applicants confirming the issue of the New Shares. New Shares will rank equally with other Shares on issue.

All Application Monies shall, pending allotment and issue of New Shares, be held by the Company in trust in a bank account established for the purpose of depositing Application Monies received. Any interest earned on those moneys shall be to the account of the Company.

It is the responsibility of Applicants to determine their allocation of New Shares prior to dealing in those securities. Any Applicants who sell or otherwise deal in any New Shares before they receive their transaction confirmation statements will do so at their own risk.

The Entitlement and Acceptance Form which accompanies this Offer Document contains a warranty that the Applicant has personally received the complete and unaltered Offer Document prior to completing the Entitlement and Acceptance Form, or where the Applicant pays the Application Monies by BPAY, prior to making such payment.

The Company reserves the right to not accept an Application from a person if it has reason to believe that, when that person was given access to the Entitlement and Acceptance Form, they were not provided with the Offer Document or any relevant supplementary Offer Document or any of these documents were incomplete or altered. In any such case, the Application Monies received will be dealt with in the manner provided for in section 722 of the Corporations Act.

4.9 Application for Listing

The Company will apply to ASX for quotation of the New Shares issued under the Offer. If ASX does not grant quotation of the New Shares within three months of the date the Offer opens, then the Company will refund all Application Monies, without interest, as soon as possible.

5 RIGHTS ATTACHING TO NEW SHARES

5.1 Rights

The New Shares issued pursuant to the Offer will rank equally with the existing Shares on issue and will have the same rights as those existing Shares on issue.

Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, the Listing Rules and the Company's Constitution.

5.2 Constitution

A copy of the Constitution can be obtained from ASIC or from the ASX website by searching under stock code CUL. The Constitution may also be inspected at the Company's registered office during normal business hours.

6 HOW TO APPLY

6.1 Entitlement

The Entitlement of an Eligible Shareholder is set out in the Entitlement and Acceptance Form accompanying this Offer Document which will be sent to Eligible Shareholders on the Opening Date.

Eligible Shareholders will be entitled to 1 New Share for every 3 Shares held as at the Record Date. Shareholders with multiple holdings of Shares will receive more than one set of Offer Documents and will have a separate Entitlement for each holding.

Fractional entitlements will be rounded up to the nearest whole number.

6.2 Applying for New Shares

The Entitlement and Acceptance Form will allow you to apply for a lesser number of New Shares than your Entitlement. An Eligible Shareholder may take up all or part of their Entitlement by completing their personalised Entitlement and Acceptance Form which should accompany this Offer Document, and returning it together with the correct Application Monies by no later than the Closing Date.

The Company may, but is not obliged to, accept any Application received after the Closing Date if the Application is postmarked prior to the Closing Date.

If an Application is rejected for any reason then the Company will refund the excess Application Monies to the Eligible Shareholder without interest.

6.3 Shortfall

If you wish to accept your Entitlement in full and apply for Shortfall Shares, complete the Entitlement and Acceptance Form and also fill in the number of Shortfall Shares you wish to apply for in the space provided on the Entitlement and Acceptance Form.

6.4 Payment

Payment of Application Monies (Application Monies must be equal to the Offer Price multiplied by the total number of New Shares applied for including Shortfall Shares) will only be accepted in Australian currency, and as follows:

- ***Through BPAY.***

To pay by BPAY Eligible Shareholders must make their payment using the Biller Code and Customer Reference Number set out in their personalised Entitlement and Acceptance Form.

An Eligible Shareholder with multiple holdings will have multiple BPAY reference numbers. To ensure you receive your Entitlement in respect of a particular holding, you must use the Customer Reference Number shown on each personalised

Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

Eligible Shareholders making payment via BPAY do not need to complete and return their personalised Entitlement and Acceptance Form.

Applicants must be aware that their own financial institutions may impose earlier processing cut-off times for electronic payments. It is the responsibility of Applicants to ensure that payment is submitted through BPAY with sufficient time so that it is received before the close of the Offer.

- ***By cheque, bank cheque or money order.***

Payment by cheque, bank cheque or money order must be made as follows:

- complete your personalised Entitlement and Acceptance Form;
- attach your payment of Application Monies which must be drawn on an Australian Bank, Australian branch of a financial institution or by money order and be made payable in Australian currency;
- address the cheque, bank cheque or money order to 'Cullen Resources Limited' and mark it 'Not Negotiable'; and
- return the completed Entitlement and Acceptance Form and payment so that it is received by no later than 5.00pm (Melbourne time) on the Closing Date to:

Cullen Resources Limited
C/- Computershare
GPO Box 505
Melbourne Victoria 3001

Cash payments will not be accepted. Receipts for payments will not be issued. Neither the Share Registry nor the Company accept any responsibility if Applicants do not follow the instructions above.

If the amount of Application Monies provided are insufficient to pay in full for the number of New Shares applied for (or the full Entitlement in the case of payment by BPAY), then the Applicant will be regarded as having applied for such whole number of New Shares as is covered in full by the Application Monies provided. Alternatively, the Company may in its discretion reject the Application, in which case the Application Monies will be refunded without interest.

6.5 Effect of Application

By applying for New Shares under the Offer (including by way of payment through BPAY), an Eligible Shareholder is taken to:

- agree to be bound by the terms and conditions set out in this Offer Document and the accompanying Entitlement and Acceptance Form;
- acknowledge that the investment in New Shares is speculative and is subject to a wide range of risks including risks as detailed in this Offer Document;
- represent and warrant that they satisfy the criteria of being an Eligible Shareholder as set out in this Offer Document;

- irrevocably apply for the issue of the number of New Shares specified on the Entitlement and Acceptance Form and agree to accept those securities;
- authorise the Company to place the Eligible Shareholder's name on the register of members of the Company in respect of the New Shares specified on the Entitlement and Acceptance Form;
- acknowledge that, whether or not the Eligible Shareholder has done so, the Eligible Shareholder has had opportunity to read the public announcements by the Company that are available on the ASX website by searching under the Company's stock code (CUL);
- acknowledge that the Eligible Shareholder has sufficient experience and expertise to make, and has made, its own assessment as to the nature and quality of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company, before deciding to subscribe for the New Shares, including, as necessary, by obtaining independent professional advice, and that the Eligible Shareholder was satisfied as to those matters before lodging any Application for the New Shares;
- agree that no warranty or representation (express or implied) has been given or made by any of the Company, any person on behalf of the Company or by, or on behalf of, any of the Directors or officers of the Company as to:
 - the merits or otherwise of subscription for New Shares;
 - the value of the New Shares;
 - the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;
 - the value of the assets of the Company; or
 - the completeness or accuracy of the information available to the Eligible Shareholder regarding the Company;
- acknowledge that the Eligible Shareholder has decided to subscribe for the New Shares based solely on its own investigations;
- release and discharge (to the maximum extent permitted at law) the Company and each of its Directors, officers and agents from any action or claim for any loss or damage which the Eligible Shareholder may suffer as a result of the subscription for New Shares or as a result of the occurrence of any future act matter or thing which may adversely affect the value of any such New Shares, or the existence or value of the assets of the Company; and
- agree to be bound by the Constitution.

Any Application under the Offer (including by way of payment through BPAY) cannot be withdrawn once it is lodged.

6.6 Allowing Entitlement to lapse

Eligible Shareholders who do not wish to accept the Offer need take no action and all of their Entitlement will lapse and their shareholding will be diluted.

7 PURPOSE AND EFFECT OF OFFER

7.1 Use of funds

Funds raised under the Offer may be used primarily:

- to advance exploration for gold at the Barlee Project;
- to advance exploration for base metals and gold at the Wongan Hills Project; and
- for other projects, project generation and working capital purposes.

An indicative split of the use of the funds raised from the Rights Issue (assuming full subscription) is as follows:

Proposed use of funds	Assuming Full Subscription (\$)
Wongan Hills	450,000
Barlee	250,000
Working capital	239,730
Cost of Issue	35,000
Total	974,730

Note: the use of funds as listed above is indicative only, and is subject to change by the Directors in their discretion having regard to other any factors which may impact on the how the funds will best be applied for the Company's business.

7.2 What is the effect of the Offer on Shareholders and on control of the Company

If Eligible Shareholders take up their full Entitlement under the Offer they will not be diluted (subject to treatment of fractional entitlements). If Eligible Shareholders do not exercise their Entitlement under the Offer, or only exercise part of their Entitlement, they will be diluted.

Ineligible Shareholders will have their holdings diluted by the Offer. The extent of any dilution will depend on the level of participation in the Offer.

It is not possible for the Directors to predict the final level of participation and Shortfall under the Offer, or the identity of Eligible Shareholders who will subscribe for their Entitlements. The Directors are also unable to state with certainty the identity of any prospective subscribers under the Shortfall, or the total number of Shortfall Shares which will or can be placed.

The potential effect of the Offer on the control of the Company is as follows:

- If all Eligible Shareholders take up their full Entitlements, there would be no significant effect on the control of the Company, as the Offer is made pro-rata and in that case no Entitlements would lapse or revert to the Shortfall.
- If Eligible Shareholders do not take up their full Entitlements under the Offer, then the interests of those Eligible Shareholders will be diluted.
- The proportional interests of Ineligible Shareholders will be diluted because those Ineligible Shareholders are not entitled to participate in the Offer.

Given no nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act, Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of its Entitlement, it must have regard to the takeovers prohibition in section 606 of the Corporations Act (that is, the 20% voting power threshold).

Any Shortfall will be issued by the Company on the basis that no person will be issued Shortfall Shares if such issue will result in their voting power in the Company increasing beyond that allowed by the takeovers prohibition in section 606 of the Corporations Act.

8 RISK FACTORS

The risks described in this section and elsewhere in this Offer Document are not exhaustive. Applicants should realise that any company with resource-based operations is subject to a wide range of risks, many of which may not be foreseeable.

Before deciding to invest in the Company, Applicants should read this document carefully, in its entirety and with particular emphasis on the risk factors detailed in this Offer Document.

Applicants should review past announcements made by the Company in order to fully appreciate such matters, and the manner in which the Company operates, before making a decision regarding the rights issue and whether they take up their Entitlement, in full or in part. This information is available from the ASX website where the Company's ASX code is CUL.

Applicants should note that no guarantee or representation is, or can be, made with respect to the payment of dividends, returns of capital or the market value of the New Shares offered for subscription.

The business operations of the Company will be subject to risks which may impact adversely and severely on its future performance. These risks may adversely affect the value of any shares in the Company. The value of shares in the Company and of its underlying assets will depend on factors beyond the immediate control of the Directors.

Eligible Shareholders should consult their professional advisers before deciding whether to invest.

Shareholders should consider the risk factors set out below which the Directors believe represent some of the general and specific risks that Shareholders should be aware of when evaluating the Company and deciding whether to take up their entitlements to New Shares. An investment in New Shares should be considered speculative.

8.1 General risks

The following general risks may significantly impact the Company, its performance and the price or value of the New Shares:

- economic conditions in Australia and internationally;
- investors' sentiment and share market conditions;
- changes in fiscal and monetary policy by governments;
- changes in taxation and other laws;

- natural disasters;
- covid-19 virus;
- war or terrorist attacks;
- opposition of environmental or community groups to the Company's activities;
- changes in commodity prices and foreign exchange rates;
- inability of the Company to obtain any necessary regulatory approvals; and,
- availability of credit.

8.2 Specific risks

The following specific risks may significantly impact the Company, its performance and the price of its Shares:

Exploration and development risks:

Mineral exploration and development is a high risk undertaking. The success of the Company depends on various factors including:

- the delineation of economically mineable reserves and resources;
- access to required development capital;
- movement in the price of commodities and exchange rate fluctuations;
- securing and maintaining title to the Company's exploration and mining tenements; and,
- obtaining all consents and approvals (including environmental approvals) necessary for the conduct of its exploration activities.

Whilst the Directors have between them significant mineral exploration and operational experience, no assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to realise value from its projects, it is likely to incur on-going operating losses.

Joint venture parties, agents and contractors:

There is a risk of financial failure or default by a participant in any joint venture to which the Company is a party. Further, the decision to proceed with further exploitation or other project decisions may require participation of other parties whose interests and objectives may not be the same as the Company's.

Future capital requirements:

The Company may require further financing in the future for its business activities, in addition to amounts raised pursuant to the Offer. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price (or Offer price) or may involve restrictive covenants which limit the Company's operations and business strategy. Any inability to raise further funds may have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

Title risks and native title:

Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to, or its interest in, tenements if licence or lease conditions are not met or if insufficient funds are available to meet expenditure commitments.

Tenements in which the Company may have an interest, or in which the Company at a future date may acquire an interest, could be subject to legitimate common law native title rights. If it is found that such rights do exist, the ability of the Company to gain access to and otherwise exploit the tenements may be adversely affected.

9 ADDITIONAL INFORMATION

9.1 No financial product advice

This document is not, and is not to be taken to be, financial product advice or a recommendation to acquire New Shares. This document has been prepared without taking into account the objectives, financial situation or needs of individual investors. All investors should consider all relevant information having regard to their own objectives, financial situation and needs and consult a stockbroker, accountant or other independent financial adviser before making an investment decision.

9.2 Representations

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this document or in a release by the Company to the ASX. Any information or representation in relation to the Offer which is not contained in this document may not be relied upon as having been authorised by the Company. To the maximum extent permitted by law the Company and its advisers and affiliates or related bodies corporate and any of their respective directors, officers, partners, employees, representatives or agents exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Offer or this Offer Document being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

9.3 Taxation

None of the Company, its officers, employees or advisers is giving or is able to give advice about the specific tax consequences arising from the Offer. All investors should satisfy themselves of any possible tax consequences by consulting their own professional tax advisers.

9.4 Discretion of the Directors

Without limiting the other powers and discretions set out in this document, the Directors may:

- implement the Offer in the manner they think fit (subject always to the Listing Rules and the Corporations Act); and
- settle any difficulty, anomaly or dispute which may arise either generally or in a particular case in connection with, or by reason of, the operation of the Offer or a matter in this Offer Document as they think fit, whether generally or in relation to any Shareholder or any Shares, and the determination of the Directors is

conclusive and binding on all relevant Shareholders and other persons to whom the determination relates.

9.5 Governing law

This Offer Document, the Offer and the contracts formed on acceptance of Applications made under the Offer are governed by the laws of the State of Western Australia. Each person who applies for New Shares under the Offer submits to the jurisdiction of the Courts of the State of Western Australia.

10 DEFINITIONS

In this Offer Document unless the context or subject matter otherwise requires:

Applicant means a person who submits an Application.

Application means the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.

Application Monies means the aggregate amount payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY calculated as the Offer Price multiplied by the number of New Shares applied for.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to it in the Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited as the context requires.

Company means Cullen Resources Limited (ACN 006 045 790).

Closing Date means the closing date of the Offer as specified in the Timetable (unless extended).

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Eligible Shareholder means a Shareholder holding Shares on the Record Date whose registered address is in Australia or New Zealand.

Entitlement means the pro-rata entitlement of an Eligible Shareholder to subscribe for New Shares under the Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form accompanying this Offer Document in respect of the Offer.

Ineligible Shareholder means a Shareholder with a registered address outside Australia or New Zealand as at the Record date.

Issue Date means the issue date of the Offer as specified in the Timetable.

Listing Rules means the Listing Rules of the ASX.

New Share means a new fully paid ordinary share in the capital of the Company to be issued under the Offer.

Offer or Rights Issue means the non-renounceable rights issue pursuant to this Offer Document.

Offer Document means this document which sets out the terms of the Offer.

Offer Price means 1.3 cents (\$0.013) cash per New Share.

Opening Date means the opening date of the Offer as specified in the Timetable.

Record Date means the time and date for determining Entitlements under the Offer as specified in the Timetable.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share as recorded in the register of members of the Company.

Share Registry means Computershare Investor Services Limited.

Shortfall or **Shortfall Shares** means those New Shares not validly applied for by Shareholders under the Offer by the Closing Date.

Timetable means the timetable set out in section 2 of this Offer Document (as varied from time to time).